



State of Utah

DEPARTMENT OF COMMERCE

Division of Corporations & Commercial Code

How to Amend Your Articles of Incorporation

These instructions are not intended to substitute nor replace the advice of legal counsel. This guide-sheet is intended to provide you with information about how to amend Articles of Incorporation for Profit and Nonprofit Corporations.

Profit Corporation Articles of Amendment (U.C.A. Section 16-10a-1006):

- a. Indicate the name of the corporation.
- b. Provide the text of the amendment.
- c. If applicable, indicate the provisions for implementing the exchange, reclassification or cancellation of issued shares **IF** not contained in the amendment itself.
- d. Indicate the date of the amendment's adoption.
- e. If the amendment was adopted by the board of directors or incorporators without shareholder approval, a statement to that effect and that shareholder approval was not required.
- f. If the amendment was approved by the shareholders:
 1. Indicate by voting group, the number of outstanding shares, the number of votes entitled to be cast and the number of votes indisputably represented; and
 2. Indicate by voting group, the total number of votes cast for and against the amendment or the total number of undisputed votes cast and a statement that the number of votes cast for the amendment was sufficient for approval.
- g. Provide the signature of an authorized corporate officer to the Articles of Amendment.

Nonprofit Corporations (U.C.A. Section 16-6a-1005):

- a. Indicate the name of the corporation.
- b. Provide the text of the amendment.
- c. Indicate the date of the amendment's adoption.
- d. If the amendment was adopted by the board of directors or incorporators without member(s) approval, a statement to that effect and that member approval was not required.
- e. If the amendment was approved by the member(s):
 1. Statement that the number of votes cast for the amendment by the members or by each voting group entitled to vote separately on the amendment was sufficient for approval.
 2. If approval was not obtained by a member(s), the board of directors, or the incorporator(s) a statement that the approval was obtained must be included.

Where to file: You may file two sets of copies if mailing or faxing, three copies if in person, of the Articles of Amendment. Please include the non-refundable processing fee of \$17.00 for Nonprofit Corporations and \$27.00 for Profit Corporations with you Articles of Amendment. Means of payment are, cash, check, or money order made payable to the "State of Utah". **If you are faxing you must include, on a cover sheet, the number of a Visa or MasterCard with the date of expiration.**

FREE! You may visit our Web Site for this document and to access other information.

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